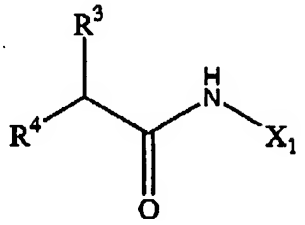
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound of Formula I:



I

in which:

X^1 is $-C(R^1)(R^2)X^2$;

X^2 is cyano, -CHO, $-C(R^7)(R^8)R^5$, $-C(R^7)(R^8)CF_3$, $-C(R^7)(R^8)CF_2CF_2R^9$ $-CH=CHS(O)_2R^5$, $-C(R^7)(R^8)CF_2C(O)NR^5R^6$, $-C(R^7)(R^8)C(R^7)(R^8)NR^5R^6$, $-C(R^7)(R^8)C(R^7)(R^8)OR^5$, $-C(R^7)(R^8)CH_2OR^5$, $-C(R^7)(R^8)CH_2N(R^6)SO_2R^5$, $-C(R^7)(R^8)C(R^7)(R^8)N(R^6)(CH_2)_2OR^6$, $-C(R^7)(R^8)C(R^7)(R^8)N(R^6)(CH_2)_2NR^6$ or $-C(R^7)(R^8)C(R^7)(R^8)R^5$; wherein R^5 is (C_{1-4})alkyl, (C_{6-10})aryl(C_{0-6})alkyl, hetero(C_{4-10})aryl(C_{0-6})alkyl, (C_{4-10})cycloalkyl(C_{0-6})alkyl or hetero(C_{4-10})cycloalkyl(C_{0-6})alkyl wherein hetero(C_{4-10})aryl or hetero(C_{4-10})cycloalkyl is pyran, thiopyran, pyrimidine, thiazole, isothiazole, pyridine, furan, imidazole, isoxazole, oxadiazole, oxazole or triazole; R^6 is hydrogen or (C_{1-6})alkyl; R^7 is hydrogen or (C_{1-4})alkyl and R^8 is hydroxy or R^7 and R^8 together form oxo; R^9 is hydrogen, halo, (C_{1-4})alkyl, or (C_{5-10})aryl(C_{0-6})alkyl;

wherein within X^1 any cycloalkyl, is substituted or unsubstituted;

R^1 and R^2 are both fluoro; or

R^1 is hydrogen or (C_{1-6})alkyl and R^2 is selected from the group consisting of hydrogen, (C_{1-6})alkyl, cyano, $-X^4NR^{12}R^{12}$, $-X^4NR^{12}C(O)R^{12}$, $-X^4NR^{12}C(O)OR^{12}$, $-X^4NR^{12}C(O)NR^{12}R^{12}$, $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^4OR^{13}$, $-X^4SR^{13}$, $-X^4C(O)OR^{12}$, $-X^4C(O)R^{13}$, $-X^4OC(O)R^{13}$,

$-X^4C(O)NR^{12}R^{12}$, $-X^4S(O)_2NR^{12}R^{12}$, $-X^4NR^{12}S(O)_2R^{13}$, $-X^4P(O)(OR^{12})OR^{12}$, $-X^4OP(O)(OR^{12})OR^{12}$, $-X^4S(O)R^{14}$, $-X^4S(O)_2R^{14}$, $-R^{15}$, $-X^4OR^{15}$, $-X^4SR^{15}$, $-X^4S(O)R^{15}$, $-X^4S(O)_2R^{15}$, $-X^4C(O)R^{15}$, $-X^4C(O)OR^{15}$, $-X^4OC(O)R^{15}$, $-X^4NR^{15}R^{12}$, $-X^4NR^{12}C(O)R^{15}$, $-X^4NR^{12}C(O)OR^{15}$, $-X^4C(O)NR^{15}R^{12}$, $-X^4S(O)_2NR^{15}R^{12}$, $-X^4NR^{12}S(O)_2R^{15}$, $-X^4NR^{12}C(O)NR^{15}R^{12}$ and $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$, wherein X^4 is a bond or (C_{1-6})alkylene, R^{12} at each occurrence independently is hydrogen or (C_{1-6})alkyl, R^{13} is hydrogen, (C_{1-6})alkyl or halo-substituted(C_{1-6})alkyl, R^{14} is (C_{1-6})alkyl or halo-substituted(C_{1-6})alkyl, and R^{15} is (C_{3-10})cycloalkyl(C_{0-6})alkyl, (C_{6-10})aryl(C_{0-6})alkyl, or (C_{9-12})bicycloaryl(C_{0-6})alkyl ~~or morpholinyl~~;

or R^1 and R^2 taken together with the carbon atom to which both R^1 and R^2 are attached form (C_{3-8})cycloalkylene; wherein R^2, and said cycloalkylene may be substituted further with 1 to 3 radicals independently selected from (C_{1-6})alkyl, cyano, halo, halo-substituted(C_{1-4})alkyl, nitro, $-X^4NR^{12}R^{12}$, $-X^4NR^{12}C(O)R^{12}$, $-X^4NR^{12}C(O)OR^{12}$, $-X^4NR^{12}C(O)NR^{12}R^{12}$, $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^4OR^{13}$, $-X^4SR^{13}$, $-X^4C(O)OR^{12}$, $-X^4C(O)R^{13}$, $-X^4OC(O)R^{13}$, $-X^4C(O)NR^{12}R^{12}$, $-X^4S(O)_2NR^{12}R^{12}$, $-X^4NR^{12}S(O)_2R^{13}$, $-X^4P(O)(OR^{12})OR^{12}$, $-X^4OP(O)(OR^{12})OR^{12}$, $-X^4S(O)R^{14}$ and $-X^4S(O)_2R^{14}$, wherein X^4, R^{12}, R^{13} and R^{14} are as defined above;

~~R^3 and R^4 are independently $-C(R^{16})(R^{17})X^7$, wherein R^{16} and R^{17} are hydrogen, (C_{1-6})alkyl or fluoro, or R^{16} is hydrogen and R^{17} is hydroxy and X^7 is selected from $-X^4NR^{12}R^{12}$, $-X^4NR^{12}C(O)R^{12}$, $-X^4NR^{12}C(O)OR^{12}$, $-X^4NR^{12}C(O)NR^{12}R^{12}$, $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^4OR^{13}$, $-X^4SR^{13}$, $-X^4C(O)OR^{12}$, $-X^4C(O)R^{13}$, $-X^4OC(O)R^{13}$, $-X^4C(O)NR^{12}R^{12}$, $-X^4S(O)_2NR^{12}R^{12}$, $-X^4NR^{12}S(O)_2R^{13}$, $-X^4P(O)(OR^{12})OR^{12}$, $-X^4OP(O)(OR^{12})OR^{12}$, $-X^4S(O)R^{14}$, $-X^4S(O)_2R^{14}$, $-R^{15}$, $-X^4OR^{15}$, $-X^4SR^{15}$, $-X^4S(O)R^{15}$, $-X^4S(O)_2R^{15}$, $-X^4C(O)R^{15}$, $-X^4C(O)OR^{15}$, $-X^4OC(O)R^{15}$, $-X^4NR^{15}R^{12}$, $-X^4NR^{12}C(O)R^{15}$, $-X^4NR^{12}C(O)OR^{15}$, $-X^4C(O)NR^{15}R^{12}$, $-X^4S(O)_2NR^{15}R^{12}$, $-X^4NR^{12}S(O)_2R^{15}$, $-X^4NR^{12}C(O)NR^{15}R^{12}$ and $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$, wherein X^4, R^{12}, R^{13}, R^{14} and R^{15} are as defined above;~~

R^3 is $-C(R^{16})(R^{17})X^7$, wherein R^{16} and R^{17} are hydrogen, (C_{1-6})alkyl or fluoro, or R^{16} is hydrogen and R^{17} is hydroxyl; and X^7 is selected from $-X^4NR^{12}R^{12}$, $-X^4NR^{12}C(O)R^{12}$, $-X^4NR^{12}C(O)OR^{12}$, $-X^4NR^{12}C(O)NR^{12}R^{12}$, $-X^4NR^{12}C(NR^{12})NR^{12}R^{12}$, $-X^4OR^{13}$, $-X^4SR^{13}$, $-X^4C(O)OR^{12}$, $-X^4C(O)R^{13}$, $-X^4OC(O)R^{13}$, $-X^4C(O)NR^{12}R^{12}$, $-X^4S(O)_2NR^{12}R^{12}$, $-X^4NR^{12}S(O)_2R^{13}$, $-X^4P(O)(OR^{12})OR^{12}$, $-X^4OP(O)(OR^{12})OR^{12}$, $-X^4S(O)R^{14}$, $-X^4S(O)_2R^{14}$, $-R^{15}$,

$-X^4OR^{15}$, $-X^4SR^{15}$, $-X^4S(O)R^{15}$, $-X^4S(O)_2R^{15}$, $-X^4C(O)R^{15}$, $-X^4C(O)OR^{15}$, $-X^4OC(O)R^{15}$, $-X^4NR^{15}R^{12}$, $-X^4NR^{12}C(O)R^{15}$, $-X^4NR^{12}C(O)OR^{15}$, $-X^4C(O)NR^{15}R^{12}$, $-X^4S(O)_2NR^{15}R^{12}$, $-X^4NR^{12}S(O)_2R^{15}$, $-X^4NR^{12}C(O)NR^{15}R^{12}$ and $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$, wherein X^4, R^{12}, R^{13}, R^{14} and R^{15} are as defined above;

R^4 is $-C(R^{16})(R^{17})X^7$, wherein R^{16} and R^{17} are hydrogen, (C_{1-6})alkyl or fluoro, or R^{16} is hydrogen and R^{17} is hydroxy and X^7 is selected from $-R^{15}$, $-X^4OR^{15}$, $-X^4SR^{15}$, $-X^4S(O)R^{15}$, $-X^4S(O)_2R^{15}$, $-X^4C(O)R^{15}$, $-X^4C(O)OR^{15}$, $-X^4OC(O)R^{15}$, $-X^4NR^{15}R^{12}$, $-X^4NR^{12}C(O)R^{15}$, $-X^4NR^{12}C(O)OR^{15}$, $-X^4C(O)NR^{15}R^{12}$, $-X^4S(O)_2NR^{15}R^{12}$, $-X^4NR^{12}S(O)_2R^{15}$, $-X^4NR^{12}C(O)NR^{15}R^{12}$ and $-X^4NR^{12}C(NR^{12})NR^{15}R^{12}$, wherein X^4, R^{12}, R^{13} and R^{14} are as defined above for R^3 and R^{15} is hetero(C_{3-10})cycloalkyl(C_{0-3})alkyl wherein said hetero(C_{3-10})cycloalkyl(C_{0-3})alkyl is morpholinyl,

wherein within one of R^3 or R^4 any cycloalkyl, or aryl ~~or~~ is substituted or unsubstituted ~~and wherein each of R^3 and R^4 is substituted further or is not further substituted,~~ and provided that when X^2 is cyano and X^7 within one of R^3 or R^4 is $-X^4C(O)R^{13}$ or $-X^4C(O)R^{15}$, wherein X^4 is a bond, then X^7 within the other of R^3 or R^4 is limited to $-X^4SR^{15}$, $-X^4S(O)R^{15}$ and $-X^4S(O)_2R^{15}$, wherein R^{15} is ~~a substituted (C_{6-10})aryl(C_{1-6})alkyl~~ as defined above for each of R^3 and R^4, respectively;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; ~~and~~ or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

2. (Currently Amended) The compound of claim 1 in which:

X^2 is -CHO, $-C(O)R^5$, $-C(O)CF_3$, $-C(O)CF_2CF_2R^9$ $-CH{=}CHS(O)_2R^5$, $-C(O)CF_2C(O)NR^5R^6$, $-C(O)C(O)NR^5R^6$, $-C(O)C(O)OR^5$, $-C(O)CH_2OR^5$, $-C(O)CH_2N(R^6)SO_2R^5$, $-C(O)C(O)N(R^6)(CH_2)_2OR^6$, $-C(O)C(O)N(R^6)(CH_2)_2NR^6$ or $-C(O)C(O)R^5$, wherein R^5 is (C_{1-4})alkyl, (C_{6-10})aryl(C_{0-6})alkyl, or (C_{4-10})cycloalkyl(C_{0-6})alkyl, R^6 is hydrogen or (C_{1-6})alkyl and R^9 is halo;

wherein within X^1 any cycloalkyl, or aryl is unsubstituted or substituted with 1 radical selected from $-R^{15}$ and $-X^4C(O)R^{15}$; and wherein X^1 is unsubstituted or substituted further with 1

to 3 radicals independently selected from (C_{1-6})alkyl, halo-substituted(C_{1-4})alkyl, $-X^4NR^{12}R^{12}$, $-X^4OR^{13}$ and $-X^4S(O)_2R^{14}$, wherein X^4, R^{12}, R^{13}, R^{14} and R^{15} are as defined above;

R^1 and R^2 are both fluoro; or

R^1 is hydrogen or (C_{1-6})alkyl and R^2 is selected from the group consisting of hydrogen, (C_{1-6})alkyl, $-X^4OR^{13}$ and $-R^{15}$; or R^1 and R^2 taken together with the carbon atom to which both R^1 and R^2 are attached form (C_{3-8})cycloalkylene; wherein R^2 may be substituted further with (C_{1-6})alkyl; wherein X^4, R^{13} and R^{15} are as defined above;

R^3 ~~and R^4 are independently~~ is $-C(R^{16})(R^{17})X^7$, wherein R^{16} and R^{17} are hydrogen, (C_{1-6})alkyl or fluoro, or R^{16} is hydrogen and R^{17} is hydroxy and X^7 is selected from $-X^4SR^{13}$, $-X^4C(O)R^{13}$, $-X^4C(O)NR^{12}R^{12}$, $-R^{15}$, $-X^4OR^{15}$, $-X^4SR^{15}$, $-X^4S(O)_2R^{15}$, $-X^4C(O)R^{15}$ and $-X^4C(O)NR^{15}R^{12}$, wherein X^4, R^{12}, R^{13} and R^{15} are as defined above;

~~wherein within one of R^3 or R^4 any cycloalkyl, heterocycloalkyl, aryl or heteroaryl may be substituted with 1 radical selected from R^{15}, X^4OR^{15}, X^4SR^{15}, $X^4S(O)R^{15}$, $X^4S(O)_2R^{15}$, $X^4C(O)R^{15}$, $X^4C(O)OR^{15}$, $X^4OC(O)R^{15}$, $X^4NR^{15}R^{12}$, $X^4NR^{12}C(O)R^{15}$, $X^4NR^{12}C(O)OR^{15}$, $X^4C(O)NR^{12}R^{15}$, $X^4S(O)_2NR^{15}R^{12}$, $X^4NR^{12}S(O)_2R^{15}$, $X^4NR^{12}C(O)NR^{15}R^{12}$ and $X^4NR^{12}C(NR^{12})NR^{15}R^{12}$, wherein X^4, R^{12} and R^{15} are as defined above; and wherein each of R^3 and R^4 may be substituted further with 1 to 5 radicals independently selected from (C_{1-6})alkyl, cyano, halo, halo-substituted(C_{1-4})alkyl, nitro, $X^4NR^{12}R^{12}$, $X^4NR^{12}C(O)R^{12}$, $X^4NR^{12}C(O)OR^{12}$, $X^4NR^{12}C(O)NR^{12}R^{12}$, $X^4NR^{12}C(NR^{12})NR^{12}R^{12}$, X^4OR^{13}, X^4SR^{13}, $X^4C(O)OR^{13}$, $X^4C(O)R^{13}$, $X^4OC(O)R^{13}$, $X^4C(O)NR^{12}R^{12}$, $X^4S(O)_2NR^{12}R^{12}$, $X^4NR^{12}S(O)_2R^{13}$, $X^4P(O)(OR^{12})OR^{12}$, $X^4OP(O)(OR^{12})OR^{12}$, $X^4S(O)R^{14}$ and $X^4S(O)_2R^{14}$, wherein X^4, R^{12}, R^{13} and R^{14} are as defined above;

wherein within one of R^3 and R^4 any cycloalkyl, or aryl is unsubstituted or substituted with 1 radical selected from R^{15} and X^4OR^{15}; and wherein each of R^3 or R^4 is unsubstituted or substituted further by 1-5 radicals independently selected from (C_{1-6})alkyl, cyano, halo, halo-substituted(C_{1-4})alkyl, $X^4NR^{12}C(O)OR^{12}$, X^4OR^{13}, $X^4C(O)OR^{12}$, $X^4C(O)R^{13}$, $X^4C(O)NR^{12}R^{13}$, $X^4NR^{13}S(O)_2R^{13}$ and $X^4S(O)_2R^{14}$, wherein X^4, R^{12}, R^{13}, R^{14} and R^{15} are as defined above;~~

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual

isomers and mixtures of isomers thereof.

3. (Currently Amended) A compound of claim 2 in which R^3 ~~and R^4 are independently~~ is $-CH_2X^7$, wherein X^7 is selected from X^4SR^{13}, $-X^4C(O)R^{13}$, $-X^4C(O)NR^{12}R^{12}$, $-R^{15}$, $-X^4OR^{15}$, $-X^4SR^{15}$, $-X^4S(O)_2R^{15}$, $-X^4C(O)R^{15}$ and $-X^4C(O)NR^{15}R^{12}$, wherein X^4 is a bond or (C_{1-6})alkylene, R^{12} at each occurrence independently is hydrogen or (C_{1-6})alkyl, R^{13} is hydrogen, (C_{1-6})alkyl or halo-substituted(C_{1-6})alkyl, R^{14} is (C_{1-6})alkyl or halo-substituted(C_{1-6})alkyl and R^{15} for R^3 is ~~(C_{3-10})cycloalkyl(C_{0-6})alkyl,~~ (C_{3-10})cycloalkyl(C_{0-6})alkyl, ~~morpholinyl,~~ (C_{6-10})aryl(C_{0-6})alkyl, or (C_{9-12})bicycloaryl(C_{0-6})alkyl; wherein ~~within~~ R^3 may be substituted ~~and R^4 any cycloalkyl, or aryl or may be substituted with 1 radical selected from R^{15} and X^4OR^{15}, wherein X^4 and R^{15} are as defined above; and wherein R^3 and R^4 may be substituted further by 1 to 5 radicals independently selected from (C_{1-6})alkyl, cyano, halo, halo-substituted(C_{1-4})alkyl, $X^4NR^{13}C(O)OR^{12}$, $-X^4OR^{13}$, $X^4C(O)OR^{12}$, $X^4C(O)R^{13}$, $X^4C(O)NR^{13}R^{12}$, $X^4NR^{12}S(O)_2R^{13}$ and $X^4S(O)_2R^{14}$, wherein X^4, R^{12}, R^{13} and R^{14} are as defined above;~~

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

4. (Currently Amended) A compound of claim 3 in which R^3 is selected from ~~5-bromo-thiophen-2-ylmethyl,~~ 3-cyclohexylpropyl, 2-cyclohexylpropyl, 2-cyclopentylpropyl, 3-phenylpropyl, 3-(2-difluoromethoxy)phenylpropyl, 2-phenylcyclopropylmethyl, 2,2-difluoro-3-phenylpropyl, 1-benzylcyclopropylmethy, ~~2-tetrahydro-pyran-4-ylethyl,~~ 1-isobutylcyclopropylmethyl, ~~thiophen-2-ylmethyl, tetrahydro-pyran-4-ylmethyl,~~ cyclopropylmethylsulfanylmethyl, 2,2-dimethyl-3-phenylpropyl, ~~4-methyl-[1,2,5]thiadiazol-3-ylmethylsulfonylmethyl, 3-methyl-[1,2,4]thiadiazol-3-ylmethylsulfonylmethyl, thiophen-3-ylmethylsulfonylmethyl, 3-methoxy-5-methyl-isoxazol-4-ylmethylsulfonylmethyl, 2,4-dimethyl-thiazol-5-ylmethylsulfonylmethyl, 2-methyl-oxazol-4-ylmethylsulfonylmethyl, 2-methyl-thiazol-4-ylmethylsulfonylmethyl,, 1,2,3]thiadiazol-4-ylmethylsulfonylmethyl, 3-methyl-[1,2,4]thiadiazol-5-ylmethylsulfonylmethyl, 4-methyl-[1,2,5]thiadiazol-3-ylmethylsulfonylmethyl, thiophen-3-ylmethylsulfonylmethyl, tetrahydro-~~

~~pyran-4-yloxymethyl, piperidin-1-ylcarbonyl, thiophene-2-sulfonylmethyl,~~
3-chloro-2-fluoro-benzylsulfonylmethyl, benzenesulfonylmethyl, benzylsulfonylmethyl,
2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 2-benzenesulfonyl-ethyl,
~~2-(pyridine-2-sulfonyl)-ethyl~~, ~~2-(pyridine-4-sulfonyl)-ethyl~~, 2-benzylsulfonyl-ethyl,
~~oxy-pyridin-2-ylmethylsulfonylmethyl, prop-2-ene-1-sulfonylmethyl,~~
4-methoxy-benzylsulfonylmethyl, *p*-tolylmethylsulfonylmethyl, 4-chloro-benzylsulfonylmethyl,
o-tolylmethylsulfonylmethyl, 3,5-dimethyl-benzylsulfonylmethyl,
4-trifluoromethyl-benzylsulfonylmethyl, 4-trifluoromethoxy-benzylsulfonylmethyl,
2-bromo-benzylsulfonylmethyl, ~~pyridin-2-ylmethylsulfonylmethyl,~~
~~pyridin-3-ylmethylsulfonylmethyl, pyridin-4-ylmethylsulfonylmethyl,~~
~~naphthalen-2-ylmethylsulfonylmethyl,~~ 3-methyl-benzylsulfonylmethyl,
3-trifluoromethyl-benzylsulfonylmethyl, 3-trifluoromethoxy-benzylsulfonylmethyl,
4-fluoro-2-trifluoromethoxy-benzylsulfonylmethyl,
2-fluoro-6-trifluoromethyl-benzylsulfonylmethyl, 3-chloro-benzylsulfonylmethyl,
2-fluoro-benzylsulfonylmethyl, 2-trifluoro-benzylsulfonylmethyl,
2-cyano-benzylsulfonylmethyl, 4-*tert*-butyl-benzylsulfonylmethyl,
2-fluoro-3-methyl-benzylsulfonylmethyl, 3-fluoro-benzylsulfonylmethyl,
4-fluoro-benzylsulfonylmethyl, 2-chloro-benzylsulfonylmethyl,
2,5-difluoro-benzylsulfonylmethyl, 2,6-difluoro-benzylsulfonylmethyl,
2,5-dichloro-benzylsulfonylmethyl, 3,4-dichloro-benzylsulfonylmethyl,
2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 2-cyano-benzylsulfonylmethyl,
3-cyano-benzylsulfonylmethyl, 2-trifluoromethoxy-benzylsulfonylmethyl,
2,3-difluoro-benzylsulfonylmethyl, 2,5-difluoro-benzylsulfonylmethyl,
biphenyl-2-ylmethylsulfonylmethyl, cyclohexylmethyl, 3-fluoro-benzylsulfonylmethyl,
3,4-difluoro-benzylsulfonylmethyl, 2,4-difluoro-benzylsulfonylmethyl,
2,4,6-trifluoro-benzylsulfonylmethyl, 2,4,5-trifluoro-benzylsulfonylmethyl,
2,3,4-trifluoro-benzylsulfonylmethyl, 2,3,5-trifluoro-benzylsulfonylmethyl,
2,5,6-trifluoro-benzylsulfonylmethyl, 2-chloro-5-trifluoromethylbenzylsulfonylmethyl,
2-methyl-propane-1-sulfonyl, 2-fluoro-3-trifluoromethylbenzylsulfonylmethyl,
2-fluoro-4-trifluoromethylbenzylsulfonylmethyl,
2-fluoro-5-trifluoromethylbenzylsulfonylmethyl,

4-fluoro-3-trifluoromethylbenzylsulfonylmethyl, 2-methoxy-benzylsulfonylmethyl, 3,5 bis-trifluoromethyl-benzylsulfonylmethyl, 4-difluoromethoxy-benzylsulfonylmethyl, 2-difluoromethoxy-benzylsulfonylmethyl, 3-difluoromethoxy-benzylsulfonylmethyl, 2,6-dichloro-benzylsulfonylmethyl, biphenyl-4-ylmethylsulfonylmethyl, ~~3,5-dimethyl-isoxazol-4-ylmethylsulfonylmethyl, 5-chloro-thiophen-2-ylmethylsulfonylmethyl,~~ 2-[4-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[2-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-[3-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-(2-trifluoromethoxy-benzenesulfonyl)-ethyl, (cyanomethyl-methyl-carbamoyl)-methyl, biphenyl-3-ylmethyl, ~~2-oxo-2-pyrrolidin-1-yl-ethyl,~~ 2-benzenesulfonyl-ethyl, isobutylsulfanylmethyl, 2-phenylsulfanyl-ethyl, cyclohexylmethylsulfonylmethyl, 2-cyclohexyl-ethanesulfonyl, benzyl, naphthalen-2-yl, benzylsulfanylmethyl, 2-trifluoromethyl-benzylsulfanylmethyl, phenylsulfanyl-ethyl and cyclopropylmethylsulfonylmethyl;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

5. (Currently Amended) A compound of claim 4 in which R^4 is selected from ~~2-trifluorobenzylsulfonylmethyl, 3-phenylsulfanylpropyl, 4-chlorobenzylsulfonylmethyl, thiophen-2-ylsulfonylmethyl, benzylsulfonylmethyl, 4-methylbenzylsulfonylmethyl, 2-phenylsulfonylethyl, 2-pyridin-2-ylsulfonylethyl, 2-pyridin-4-ylsulfonylethyl, 2-benzylsulfonylethyl, 2-(3-difluoromethoxyphenylsulfonyl)ethyl, naphthalen-2-ylmethylsulfonylmethyl, pyridin-2-ylmethylsulfonylmethyl, 3-methylbenzylsulfonylmethyl, 3-trifluoromethylbenzylsulfonylmethyl, 3-difluoromethoxybenzylsulfonylmethyl, 3-chlorobenzylsulfonylmethyl, 3-fluorobenzylsulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 3-cyanobenzylsulfonylmethyl, 4-cyanobenzylsulfonylmethyl, 3,4-difluorobenzylsulfonylmethyl, benzylsulfonylmethyl, *N*-cyanomethyl-*N*-methylcarbamoylmethyl, 3-bromobenzyl, 4-phenylbutyl, 2,2-difluoro-~~

~~3-phenylpropyl, 4' methylsulfonylaminobiphenyl-3-ylmethyl, 4' ethoxycarbonylaminobiphenyl-3-ylmethyl, 4-methylpiperazin-1-ylcarbonylmethyl, 1-fluoro-2-(4-methylpiperazin-1-yl)-2-oxoethyl, 1-hydroxy-4-methylpiperazin-1-yl-2-oxoethyl,~~ 1-hydroxy-2-morpholin-4-yl-2-oxoethyl~~, 1-hydroxy-2-oxo-2-pyrrolidin-1-yl-ethyl, 1-fluoro-2-oxo-2-pyrrolidin-1-yl-ethyl, 1-fluoro-2-isopropylamino-2-oxoethyl, 1-hydroxy-2-isopropylamino-2-oxoethyl, 1-fluoro-2-oxo-2-piperazin-1-ylethyl, thiophen-3-ylmethylsulfonylmethyl, 4-methyl-[1,2,5]thiadiazol-3-ylmethylsulfonylmethyl, 3-methoxy-5-methyl-isoxazol-4-ylmethylsulfonylmethyl, 2,4-dimethyl-thiazol-5-ylmethylsulfonylmethyl, 2-methyl-oxazol-4-ylmethylsulfonylmethyl, 2-methyl-thiazol-4-ylmethylsulfonylmethyl, 2-([1,2,3]thiadiazol-4-ylmethylsulfonyl)-ethyl, 2-(3-methyl-[1,2,4]thiadiazol-5-ylmethylsulfonyl)-ethyl, 2-oxo-2-phenyl-ethyl,~~ and 2-morpholin-4-yl-2-oxo-ethyl~~, 2-benzenesulfonyl-ethyl, 2-naphthalen-2-yl-2-oxo-ethyl, 2-benzo[1,3]dioxol-5-yl-2-oxo-ethyl, 2-benzo[*b*]thiophen-2-yl-2-oxo-ethyl, 2-biphenyl-4-yl-2-oxo-ethyl, 4-benzylsulfonylmethyl, 2-(3-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-oxo-2-(4-phenoxy-phenyl)-ethyl, 2-(4-hydroxy-phenyl)-2-oxo-ethyl, benzylcarbamoyl-methyl, 4-acetyl-piperazine-1-carboxylic acid ethyl ester, cyclohexylcarbamoylmethyl, 2-(3-Chloro-benzo[*b*]thiophen-2-yl)-2-oxo-ethyl, benzenesulfonylmethyl, 2-oxo-2-thiophen-2-yl-ethyl, 2-oxo-2-thiophen-3-yl-ethyl, naphthalene-2-sulfonylmethyl, 2-(5-methyl-thiophen-2-yl)-2-oxo-ethyl, 2-(3-chloro-thiophen-2-yl)-2-oxo-ethyl, 5-methyl-thiophene-2-sulfonylmethyl, phenylcarbamoylmethyl, (5,6,7,8-tetrahydro-naphthalen-1-ylcarbamoyl)-methyl, (4-carbamoyl-phenylcarbamoyl)-methyl, (3-carbamoyl-phenylcarbamoyl)-methyl, (butyl-methyl-carbamoyl)-methyl, biphenyl-4-ylmethyl, 2-oxo-2-*p*-tolyl-ethyl, 2-(3-fluoro-4-methoxy-phenyl)-2-oxo-ethyl, 2-(4-chloro-phenyl)-2-oxo-ethyl, 2-(4-methoxy-phenyl)-2-oxo-ethyl, 2-oxo-2-(4-trifluoromethoxy-phenyl)-ethyl, 2-(3,4-difluoro-phenyl)-2-oxo-ethyl, 2-(3,4-dimethoxy-phenyl)-2-oxo-ethyl, 2-(4-fluoro-phenyl)-2-oxo-ethyl, 5-methyl-2-oxo-hexyl, 3,5-dimethyl-benzylsulfonylmethyl, 4-trifluoromethyl-benzylsulfonylmethyl; 4-trifluoromethoxy-benzylsulfonylmethyl, isopropylcarbamoyl-methyl, 4-dimethylcarbamoylmethyl, pyridin-4-ylcarbamoylmethyl, pyridin-4-ylmethylsulfonylmethyl, pyridin-3-ylmethylsulfonylmethyl, 3,4-dichloro-benzylsulfonylmethyl, pyridin-3-ylcarbamoylmethyl,~~

~~4-methoxy-benzylsulfonylmethyl, 4-chloro-benzylsulfonylmethyl, thiophene-2-sulfonylmethyl, benzylsulfonylmethyl, p-tolylmethylsulfonylmethyl, 2-benzenesulfonyl-ethyl, 2-(pyridine-2-sulfonyl)-ethyl, 2-(pyridine-4-sulfonyl)-ethyl, 2-benzylsulfonyl-ethyl, 2-[3-(1,1-Difluoro-methoxy)-benzenesulfonyl]-ethyl, naphthalen-2-ylmethylsulfonylmethyl, pyridin-2-ylmethylsulfonylmethyl, *m*-tolylmethylsulfonylmethyl, 3-trifluoromethyl-benzylsulfonylmethyl, 3-trifluoromethoxy-benzylsulfonylmethyl, 3-chloro-benzylsulfonylmethyl, 3-fluoro-benzylsulfonylmethyl, 4-fluoro-benzylsulfonylmethyl, 3-cyano-benzylsulfonylmethyl, 4-cyano-benzylsulfonylmethyl, 3,4-difluoro-benzylsulfonylmethyl, (cyanomethyl-methyl-carbamoyl)-methyl, 3-bromo-benzyl, 2-oxo-2-pyrrolidin-1-yl-ethyl, 2-(4'-chloro-biphenyl-4-yl)-2-oxo-ethyl, biphenyl-3-ylmethyl, 2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 2-(4-methylsulfonylamino-phenyl)-2-oxo-ethyl, 2-oxo-2-piperidin-1-yl-ethyl, 2-(4-methylsulfonyl-piperazin-1-yl)-2-oxo-ethyl, 2-trifluoromethyl-benzylsulfonylmethyl, 4-fluoro-3-trifluoromethyl-benzylsulfonylmethyl, 4-carboxy-benzylsulfonylmethyl, 3,5-bis-trifluoromethyl-benzylsulfonylmethyl, 4-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 3-(1,1-difluoro-methoxy)-benzylsulfonylmethyl, 5-chloro-thiophen-2-ylmethylsulfonylmethyl, 2-[4-(1,1-difluoro-methoxy)-benzenesulfonyl]-ethyl, 2-(4-trifluoromethoxy-benzenesulfonyl)-ethyl, 2-phenylsulfanyl-ethyl, benzylsulfanylmethyl, 2-trifluoromethyl-benzylsulfanylmethyl, 2-trifluoromethoxy-benzylsulfanylmethyl, 2-cyclohexyl-ethyl and isobutylsulfanylmethyl~~;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

6. (Currently Amended) The compound of claim 5 in which R^1 is hydrogen or (C_{1-6})alkyl and R^2 is hydrogen, $-X^4OR^{13}$, ~~hetero(C_{5-10})aryl(C_{0-6})alkyl,~~ (C_{5-10})aryl(C_{0-6})alkyl or (C_{1-6})alkyl; or R^1 and R^2 taken together with the carbon atom to which both R^1 and R^2 are attached form (C_{3-8})cycloalkylene; wherein the cycloalkylene is optionally substituted with 1 to 3 (C_{1-6})alkyl radicals;

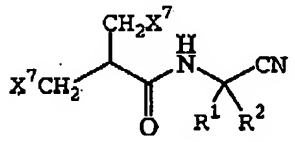
or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers

and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

7. (Currently Amended) The compound of claim 6 in which R^1 is hydrogen or methyl and R^2 is methoxymethyl, methoxyethyl, methyl, ethyl, propyl, butyl, or phenethyl~~, hiophen-2-yl or 5-methyl-furan-2-yl~~; or R^1 and R^2 taken together with the carbon atom to which both R^1 and R^2 are attached form cyclopropyl~~, tetrahydro-pyran-4-yl or 1-methyl-piperidin-4-yl~~;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

8. (Previously Presented) The compound of claim 7 of Formula I(a):

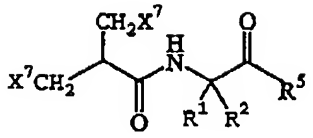


I(a)

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

9. (Canceled)

10. (Previously Presented) The compound of claim 7 of Formula I(b):



I(b)

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

11. (Currently Amended) The compound of claim 10 in which R^5 is 1*H*-benzoimidazol-2-yl, benzooxazol-2-yl, oxazolo[4,5-b]pyridin-2-yl, benzothiazol-2-yl, 5-phenyl-[1,3,4]oxadiazol-2-yl, 4-(5-pyridin-4-yl-[1,3,4]oxadiazol-2-yl, 5-pyridin-3-yl-[1,3,4]oxadiazol-2-yl, ~~5-pyridazin-3-yl-[1,3,4]oxadiazol-2-yl,~~ pyrimidin-2-yl, ~~pyridazin-3-yl,~~ 3-penyl-[1,2,4]oxadiazol-5-yl, 5-methoxymethyl-[1,3,4]oxadiazol-2-yl, ~~5-ethyl-[1,3,4]oxadiazol-2-yl,, 1,3,4]thiadiazol-2-yl, benzyloxycarbonyl, benzyloxydicarbonyl,~~ phenyldicarbonyl, 5-methyl-[1,3,4]thiadiazol-2-yl, 5-trifluoromethyl-[1,3,4]oxadiazol-2-yl, 5-methyl-[1,3,4]oxadiazol-2-yl, 5-methyl-[1,2,4]oxadiazol-3-yl, 5-phenyl-[1,2,4]oxadiazol-3-yl, ~~5-thiophen-3-yl-[1,2,4]oxadiazol-3-yl,~~ 5-trifluoromethyl-[1,2,4]oxadiazol-3-yl, or 3-methyl-[1,2,4]oxadiazol-5-yl ~~or 3-pyrazin-2-yl~~;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

12. (Currently Amended) The compound of claim 11 selected from the group consisting of ~~*N*-[(S)-1-(1-Benzooxazol-2-yl-methanoyl)-butyl]-3-benzylsulfonyl-2-benzylsulfonylmethyl-propionamide; *N*-[(S)-1-(1-Benzooxazol-2-yl-methanoyl)-butyl]-3-(2-trifluoromethyl-benzylsulfonyl)-2-(2-trifluoromethyl-benzylsulfonylmethyl)-propionamide; *N*-[(S)-1-(1-Benzooxazol-2-yl-methanoyl)-pentyl]-4-(2-methoxy-benzenesulfonyl)-2-[2-(2-methoxy-benzenesulfonyl)-ethyl]-butyramide; 4-Benzenesulfonyl-2-(2-benzenesulfonyl-ethyl)-*N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-butyl]-butyramide; (R)-*N*-[(S)-1-(1-benzooxazol-2-yl-~~

~~methanoyl) butyl] 2-cyclohexylmethyl 3-benzylsulfonyl propionamide;~~ *N*-[(S)-1-(1-benzothiazol-2-yl-methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; ~~*N* [(S) 1 (1 benzooxazol 2 yl methanoyl) butyl] 3 cyclohexyl 2 cyclohexylmethyl propionamide; *N* [(S) 1 (1 Benzooxazol 2 yl methanoyl) butyl] 3 isobutylsulfanyl 2 isobutylsulfanylmethyl propionamide; *N* [(S) 1 (1 benzooxazol 2 yl methanoyl) butyl] 3 benzylsulfanyl 2 benzylsulfanylmethyl propionamide; *N* [(S) 1 (1 benzooxazol 2 yl methanoyl) butyl] 4 phenylsulfanyl 2 (2 phenylsulfanyl ethyl) butyramide;~~ *N*-[(S)-1-(1-benzooxazol-2-yl-methanoyl)-propyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; *N*-[(S)-1-(1-Benzooxazol-2-yl-methanoyl)-pentyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-{(S)-1-[1-(3-phenyl-[1,2,4]oxadiazol-5-yl)-methanoyl]-propyl}-butyramide; *N*-[(S)-1-(1-Benzooxazol-2-yl-methanoyl)-butyl]-2-[2-(1,1-difluoro-methoxy)-benzylsulfonylmethyl]-3-benzylsulfonyl-propionamide; 4-Morpholin-4-yl-4-oxo-*N*-[1-(2-oxo-2-phenyl-acetyl)-pentyl]-2-benzylsulfonylmethyl-butyramide; *N*-(1,1-Dimethyl-2-oxazolo[4,5-b]pyridin-2-yl-2-oxo-ethyl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; *N*-[1-(5-Ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; ~~*N* [1 (5 Ethyl [1,3,4]oxadiazole 2 carbonyl) butyl] 4 oxo 2 benzylsulfonyl methyl 4 piperidin 1 yl butyramide; *N* [1 (5 Ethyl [1,3,4]oxadiazole 2 carbonyl) butyl] 4 oxo 2 benzylsulfonyl methyl 4 pyrrolidin 1 yl butyramide~~; *N*-[1-(5-Methoxymethyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; ~~*N* [1 (5 Methoxymethyl [1,3,4]oxadiazole 2 carbonyl) propyl] 4 oxo 2 benzylsulfonylmethyl 4 piperidin 1 yl butyramide; *N* [1 (5 Methoxymethyl [1,3,4]oxadiazole 2 carbonyl) propyl] 4 oxo 2 benzylsulfonylmethyl 4 pyrrolidin 1 yl butyramide;~~ 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butyramide; ~~4 Oxo 2 benzylsulfonylmethyl *N* [1 (5 phenyl [1,3,4]oxadiazole 2 carbonyl) propyl] 4 piperidin 1 yl butyramide; 4 Oxo 2 benzylsulfonylmethyl *N* [1 (5 phenyl [1,3,4]oxadiazole 2 carbonyl) propyl] 4 pyrrolidin 1 yl butyramide;~~ 4-Morpholin-4-yl-*N*-[1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-butyramide; ~~*N* [1 (Oxazolo[4,5 b]pyridine 2 carbonyl) propyl] 4 oxo 2 benzylsulfonyl methyl 4 piperidin 1 yl butyramide; *N* [1 (Oxazolo[4,5 b]pyridine 2 carbonyl) propyl] 4 oxo 2 benzylsulfonyl methyl 4 pyrrolidin 1 yl butyramide;~~ 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[1-(5-pyridin-4-yl-

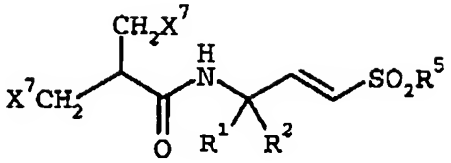
[1,3,4]oxadiazole-2-carbonyl)-propyl]-butyramide; 4-Oxo-2-benzylsulfonylmethyl-4-piperidin-1-yl-*N*-[1-(5-pyridin-4-yl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butyramide; ~~4-Oxo-2-benzylsulfonylmethyl-*N*-[1-(5-pyridin-4-yl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-4-pyrrolidin-1-yl-butyramide;~~ 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[1-(5-pyridin-3-yl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butyramide; ~~*N*-[1-(Benzooxazole-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-4-piperidin-1-yl-butyramide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-4-oxo-2-benzylsulfonylmethyl-4-pyrrolidin-1-yl-butyramide;~~ *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-2-cyclohexylmethyl-4-morpholin-4-yl-4-oxo-butyramide; 2-Cyclohexylmethyl-4-morpholin-4-yl-*N*-[1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propyl]-4-oxo-butyramide; 2-Cyclohexylmethyl-N-[1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-morpholin-4-yl-4-oxo-butyramide; *N*-(2-Benzooxazol-2-yl-1-methoxymethyl-2-oxo-ethyl)-2-(2-difluoromethoxy-benzylsulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyramide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-2-(2-cyclohexyl-ethyl)-4-morpholin-4-yl-4-oxo-butyramide; 2-(2-Cyclohexyl-ethyl)-4-morpholin-4-yl-*N*-[1-(oxazolo[4,5-b]pyridine-2-carbonyl)-propyl]-4-oxo-butyramide; 2-(2-Cyclohexyl-ethyl)-4-morpholin-4-yl-4-oxo-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butyramide; 2-(2-Difluoromethoxy-benzylsulfonylmethyl)-4-morpholin-4-yl-4-oxo-*N*-[1-(5-phenyl-[1,3,4]oxadiazole-2-carbonyl)-propyl]-butyramide; 2-(2-Difluoromethoxy-benzylsulfonylmethyl)-*N*-[1-(5-ethyl-[1,3,4]oxadiazole-2-carbonyl)-butyl]-4-morpholin-4-yl-4-oxo-butyramide; *N*-[1-(Benzooxazole-2-carbonyl)-propyl]-2-(2-difluoromethoxy-benzyl-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyramide;

~~2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, 1-(benzooxazole-2-carbonyl)-propyl]-amide;~~ (R)-2-Cyclohexylmethyl-4-morpholin-4-yl-4-oxo-*N*-[(S)-1-(5-phenyl-1,2,4-oxadiazole-3-carbonyl)-propyl]-butyramide; ~~2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, (S)-1-(5-phenyl-[1,2,4]oxadiazole-3-carbonyl)-propyl]-amide;~~ 4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-*N*-[(S)-1-(5-phenyl-1,2,4-oxadiazole-3-carbonyl)-propyl]-butyramide; (R)-2-Cyclohexylmethyl-4-morpholin-4-yl-4-oxo-*N*-[(S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-butyramide; 4-Morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-2-benzylsulfonylmethyl-butyramide; *N*-(1,1-Dimethyl-2-oxazol-2-yl-2-oxo-ethyl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; ~~*N*-4-Isopropyl-*N*-1-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-2-benzylsulfonylmethyl-succinamide;~~ 2-(2-

Difluoromethoxy-benzylsulfonylmethyl)-4-morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-butyramide; 2-(2-Methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-butyramide; 2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-*N*-[1-(oxazole-2-carbonyl)-3-phenyl-propyl]-4-oxo-butyramide; ~~*N*-[1-(Benzooxazole-2-carbonyl)-butyl]-2-benzylsulfonyl-3-(tetrahydro-pyran-4-yloxymethyl)-propionamide; *N*-[1-(Benzooxazole-2-carbonyl)-butyl]-3-ethanesulfonyl-2-(tetrahydro-pyran-4-yloxymethyl)-propionamide; *N*-(1-Benzenesulfonyl-3-oxo-azepan-4-yl)-2-cyclopropylmethylsulfonyl-methyl-4-morpholin-4-yl-4-oxo-butyramide;~~ 2-Cyclopropylmethylsulfonylmethyl-N-{(S)-1-[(R)-hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propyl}-4-morpholin-4-yl-4-oxo-butyramide; *N*-{(S)-1-[(R)-hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propyl}-2-(2-methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyramide; ~~2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid-{(S)-1-[(R)-hydroxy-(3-phenyl-1,2,4-oxadiazol-5-yl)-methyl]-propyl}-amide;~~ 2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-N-[(S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-butyramide; 2-(2-methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-N-[(S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl]-butyramide; ~~2-(2-Morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, (S)-1-(3-phenyl-1,2,4-oxadiazole-5-carbonyl)-propyl)-amide;~~ *N*-[(1S)-1-(Benzooxazol-2-yl-hydroxy-methyl)-3-phenyl-propyl]-2-cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-butyramide; ~~(R)-2-((S)-1-Hydroxy-2-morpholin-4-yl-2-oxo-ethyl)-5-phenyl-pentanoic acid, 1-(benzoxazole-2-carbonyl)-propyl]-amide; (R)-5-(2-Difluoromethoxy-phenyl)-2-((S)-1-hydroxy-2-morpholin-4-yl-2-oxo-ethyl)-pentanoic acid, 1-(benzoxazole-2-carbonyl)-propyl]-amide;~~ and 4-Morpholin-4-yl-N-[1-(oxazole-2-carbonyl)-cyclopropyl]-4-oxo-2-benzylsulfonyl methyl –butyramide;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

13. (Previously Presented) The compound of claim 7 of Formula I(c):



I(c)

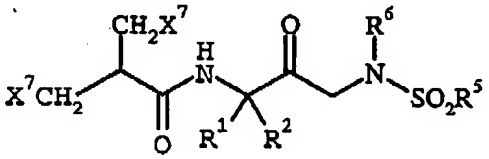
or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

14. (Previously Presented) The compound of claim 13 in which R^5 is phenyl;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

15. (Canceled)

16. (Previously Presented) The compound of claim 7 of Formula I(d):



I(d)

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

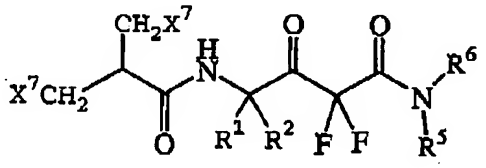
17. (Previously Presented) The compound of claim 16 in which R^5 is phenyl and R^6 is hydrogen;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

18. (Previously Presented) The compound of claim 17 namely *N*-(3-benzenesulfonylamino-2-oxo-propyl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

19. (Previously Presented) The compound of claim 7 of Formula I(e):



I(e)

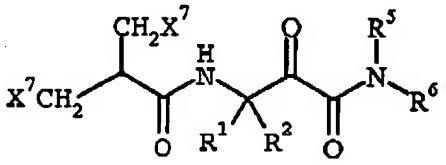
or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

20. (Previously Presented) The compound of claim 19 in which R^5 and R^6 is methyl;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

21. (Canceled).

22. (Previously Presented) The compound of claim 7 of Formula I(f):



I(f)

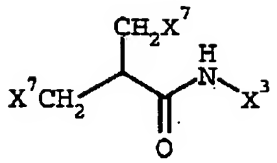
or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

23. (Currently Amended) The compound of claim 22 in which R^5 is methyl, benzyl, phenethyl, cyclohexyl, ~~methoxyethyl, dimethylaminoethyl,~~ tetrahydro-pyran-4-yl, ~~1-methylsulfonyl-piperidin-4-yl, 4-methyl-piperazin-1-yl, morpholin-4-ylethyl,~~ pyridin-2-yl, pyridin-2-ylmethyl or oxazol-2-ylmethyl; or R^6 is hydrogen or methyl; ~~or R^5 and R^6 together with the nitrogen atom to which both R^5 and R^6 are attached form morpholino-4-yl, pyrrolidin-1-yl, 4-dimethylamino-piperazin-1-yl, 4-hydroxy-piperazin-1-yl, 4-pyridin-2-yl-piperazin-1-yl, 4-benzoyl-piperazin-1-yl or 3-oxo-piperazin-1-yl;~~

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

24. (Canceled)

25. (Previously Presented) The compound of claim 7 of Formula I(g):



I(g)

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

26. (Canceled)

27. (Previously Presented) The compound of claim 23 selected from the group consisting of 3-Hydroxy-4-(4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyrylamino)-azepane-1-carboxylic acid tert-butyl ester; 4-(2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-butyrylamino)-3-hydroxy-azepane-1-carboxylic acid tert-butyl ester; 3-Hydroxy-4-[2-(2-methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyrylamino]-azepane-1-carboxylic acid tert-butyl ester; 4-(4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyrylamino)-3-oxo-azepane-1-carboxylic acid tert-butyl ester; 4-(2-Cyclopropylmethylsulfonylmethyl-4-morpholin-4-yl-4-oxo-butyrylamino)-3-oxo-azepane-1-carboxylic acid tert-butyl ester; 4-[2-(2-Methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyrylamino]-3-oxo-azepane-1-carboxylic acid tert-butyl ester; *N*-(1-Benzenesulfonyl-3-oxo-azepan-4-yl)-4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyramide; *N*-(1-Benzenesulfonyl-3-oxo-azepan-4-yl)-2-(2-methyl-propane-1-sulfonylmethyl)-4-morpholin-4-yl-4-oxo-butyramide; 3-(4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyrylamino)-4-oxo-pyrrolidine-1-carboxylic acid tert-butyl ester; 4-(4-Morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butyrylamino)-3-oxo-azepane-1-carboxylic acid benzyl ester; and acetic acid (2S,3S)-3-(4-morpholin-4-yl-4-oxo-2-benzylsulfonylmethyl-butanoylamino)-4-oxo-azetidin-2-yl ester;

or the *N*-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof; or the pharmaceutically acceptable salts and solvates of such

compounds or the N-oxide derivatives, prodrug derivatives, protected derivatives, individual isomers and mixtures of isomers thereof.

28. (Previously Presented) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable excipient.

29-31. (Canceled)